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ELIAS C. ALVORD (1942)  
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RECORDATION NO.                      FILED 1425

FEB 14 1994-11 05 AM

INTERSTATE COMMERCE COMMISSION  
COUNSEL  
URBAN A. LESTER

0100116008(90)  
0100116007(18)  
0100116007(31)

February 11, 1994

RECORDATION NO. 9747 FILED 1425

FEB 14 1994-11 05 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed copies of a Bill of Sale and Release of Security Interest under Conditional Sale Agreement, dated December 31, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates the Conditional Sale Agreement, dated as of September 15, 1978, as assigned and amended, which was duly filed with the Commission on October 10, 1978 under Recordation Numbers 9747.

The name and address of the party to the enclosed document are:

Secured Party: Bank of America National  
Trust and Savings Association  
(successor to Girard Bank, Agent)  
333 S. Beaudry Avenue  
25th Floor  
Los Angeles, California 90017

A description of the railroad equipment covered by the enclosed document is: seven (7) GP 38-2 locomotives currently bearing road marks and numbers ATSF 2374 through ATSF 2380, inclusive (formerly ATSF 3565 through ATSF 3571, inclusive, and prior thereto TPW 2005 through TPW 2011, inclusive).

RECEIVED  
OFFICE OF THE  
SECRETARY

FEB 14 10 59 AM '94

LICENSING BRANCH

*Edmund M. Levin*  
*Secretary*

Mr. Sidney L. Strickland, Jr.  
February 11, 1994  
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 9747-2  
FILED 1425

FEB 14 1994 -11 05 AM

INTERSTATE COMMERCE COMMISSION

**BILL OF SALE AND  
RELEASE OF SECURITY INTEREST UNDER CONDITIONAL SALE AGREEMENT**

Seven (7) 8090 2,000 Horsepower GP 38-2 locomotives manufactured by General Motors Corporation (Electro-Motive Division) and numbered ATSF 2374 - ATSF 2380

WHEREAS, under an Equipment Lease dated as of September 15, 1978 (the "Lease") between Exchange National Bank of Chicago, predecessor to LaSalle National Trust, N.A. (the "Lessor") and The Atchison Topeka and Santa Fe Railway Company, successor in interest by merger to Toledo, Peoria and Western Railroad Company Inc., as Lessee (the "Lessee"), Lessee acquired the possession and use of the railroad equipment with the Road Numbers as shown above (the "Equipment"); and

WHEREAS, under a Conditional Sale Agreement dated as of September 15, 1979, ("Conditional Sale Agreement"), between the Lessor, as Vendee, and General Motors Corporation (Electromotive Division) as Builder ("Builder") the Lessor granted to Life Insurance Company of Virginia, (the "Investor") a security interest in the Equipment and in the Lease to secure payment of the Conditional Sale Indebtedness (as defined in the Conditional Sale Agreement); and

WHEREAS, the Conditional Sale Agreement was filed with the Interstate Commerce Commission on October 6, 1978, and assigned ICC Recordation Number 9747; and

WHEREAS, the Builder's rights and interests under the Conditional Sale Agreement were assigned to Girard Bank as Agent for the Investor pursuant to that certain Agreement and Assignment as of September 15, 1978 between the Builder and the Agent; and

WHEREAS, Bank of America National Trust and Savings Association is now the Agent under a certain Participation Agreement dated as of September 15, 1978, having succeeded Security Pacific National Bank by merger, which in turn succeeded Mellon Bank, formerly known as Girard Trust Bank, N.A.; and

WHEREAS, all principal of and interest on the Conditional Sale Indebtedness was paid to the Investor and all other obligations to the Investor under the Conditional Sale Agreement were fully paid, performed and satisfied; and

WHEREAS, the Lessor desires to sell the Equipment and requests that the Investor release its security interest in the Equipment and the Lease under the Conditional Sale Agreement; and

NOW, THEREFORE, for good and valuable consideration, the Investor acknowledges payment in full of all sums due under the Conditional Sale Agreement, satisfaction of the Purchase Price (as defined in such Agreement) owed to it thereunder, and hereby agrees that its security interest in the Equipment and the Lease is hereby released and terminated and that the Condition Sale Agreement is terminated for all purposes. The Investor further hereby (i) grants, bargains, conveys, assigns and sells unto the Lessor its rights in the Equipment and the Lease and releases its security title thereto and property therein to the Lessor, in each case free of all liens and encumbrances created or retained by the Conditional

Sale Agreement, and (ii) releases the Lessor from its covenants contained in the Conditional Sale Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale and Release of Security Interest under Conditional Sale Agreement, this \_\_\_\_ day of December, 1993.

BANK OF AMERICA NATIONAL TRUST AND SAVINGS  
ASSOCIATION, as Agent for THE LIFE INSURANCE  
COMPANY OF VIRGINIA

By: Ron M. [Signature]

Title: TRUST OFFICER

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

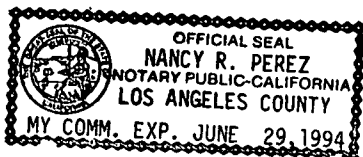
) SS:

On December \_\_\_\_\_, 1993 before me, Notary Public for said County and State.

### CERTIFICATE OF ACKNOWLEDGMENT

State of California

County of LOS ANGELES } SS.



On FEBRUARY 11, 1994 before me, Nancy R. Perez  
(date) (name and title of officer)

NOTARY, personally appeared  
RON MILLER, TRUST OFFICER,  
personally known to me (or proved to me on the basis of satisfactory evidence)  
to be the person(s) whose name(s) is/are subscribed to the within instrument  
and acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the instru-  
ment the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

WITNESS my hand and official seal.

Nancy R. Perez  
Notary's Signature